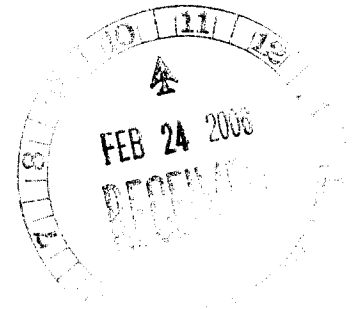


RECORDATION NO. 26215 FILED

FEB 24 '06

12-20 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

February 22, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 31, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Yaffe Companies, Incorporated
G & Lexington
P.O. Box 916
Muskogee, OK 74402

A description of the railroad equipment covered by the enclosed document is fifteen (15) 52'6" gondola cars with 5' sides, 2494 cu. ft. capacity 268 GWR marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.
Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska

Susan Grokulska
Manager of Documentation

Enclosures

(YACO001)

ASSGN. NO.: YAC0001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of January, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Yaffe Companies, Incorporated ("Lessee"), an OKLAHOMA corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 31, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 18, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Richard F. Seymour

Name:

RICHARD F. SEYMOUR

Vice President Sales & Marketing

By:

Susan Grokulska

Title:

Name:

SUSAN GROKULSKY

Title:

MSR. OF DOCUMENTATION

Executed on this

31st day of

January 2006

[CORPORATE SEAL]

RECORDING NO 26215 FILED

FEB 24 '06

12-20 PM

STATE OF

ILLINOIS

COUNTY OF

COOK

SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

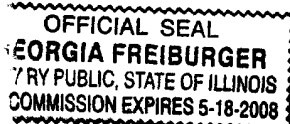
WITNESS my hand and official stamp or seal, this 31st day of January 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

THE YAFFE COMPANIES, INCORPORATED

ATTEST:

By: *Lyle Bachman*
Name: LYLE BACHMAN
Title: VVP Administration

By: *Bill Cole*
Name: Bill Cole
Title: PRESIDENT

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 52'6" gondola cars with 5' sides, 2494 cu. ft. capacity 268 GWR and
202,600 lbs load limit.

CAR NUMBERS:

NDYX 315877
NDYX 315878
NDYX 315879
NDYX 315880
NDYX 315881
NDYX 315883
NDYX 315884
NDYX 315885
NDYX 315888
NDYX 315890
NDYX 315892
NDYX 315894
NDYX 315896
NDYX 315898
NDYX 315903